

Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
Bay Area Works, Inc.

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January 19, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMMANUEL SHEPPARD & CONDO

SUBJECT: BAY AREA WORKS, INC.  
REF: W11000003449

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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**ARTICLES OF INCORPORATION**

**OF**

**BAY AREA WORKS, INC.**

(A Corporation Not-For-Profit)

**KNOW ALL MEN BY THESE PRESENTS**, that we, the undersigned, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, do hereby make, subscribe and acknowledge this certificate, constituting Articles of Incorporation, as follows:

1. Name and Address: The name of the corporation shall be the BAY AREA WORKS, INC. (the "Corporation"). The address of its principal office and mailing address is 1301 W. Government Street, Pensacola, FL 32502.

2. Incorporator: The name and address of the incorporator is as follows:

J. Mort O'Sullivan, III  
316 South Baylen Street  
Suite 300  
Pensacola, FL 32502

3. Officers: The officers of the Corporation who shall manage the affairs of the Corporation, subject to the direction of the Board of Directors, shall be a President, one or more Vice Presidents, as may be determined by the Board of Directors from time to time, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person.

4. Purpose: The purposes for which this Corporation is organized are:

A. The Corporation is organized exclusively for charitable and educational purposes, specifically to partner with all willing and capable people living in poverty, to assist them in escaping poverty through the acquisition and retention of self-supporting jobs in and around Escambia County, Florida, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the principal and income therefrom for any of the purposes contain herein, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions,

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and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Florida Not For Profit Corporation Act for charitable, scientific, and educational purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

C. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

5. Earnings and Activities of Corporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

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6. Distribution of Assets: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

7. Declaration of Assets: The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

8. Capital Stock: The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

9. Members: The Corporation shall not have any members.

10. Liability: None of the directors or officers of this Corporation shall be personally liable for its debts, liabilities or obligations.

11. Initial Board of Directors: The general management of the Corporation shall be managed by a Board of Directors, the number of members of which shall be three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). The names of the initial directors of this Corporation who shall act until their successors are duly chosen and qualified are as follows:

J. Mort O'Sullivan, III

Patricia S. Windham

William Robert Hart

12. Election of Officers and Directors: The officers and directors shall be elected and shall govern in accordance with the provisions of the by-laws. The Corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida.

13. Indemnification: This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal

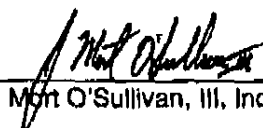
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representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

14. Initial Registered Office and Registered Agent: The street address of the initial registered office of this Corporation is 316 South Baylen Street, Suite 300, Pensacola, Florida 32502, and the name of the initial registered agent of this Corporation at the address is Mort O'Sullivan, III.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, I have executed these articles of incorporation, this 14 day of January, 2011.

  
J. Mort O'Sullivan, III, Incorporator

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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR **BAY AREA WORKS, INC.**, A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: January 14, 2011

  
J. Mark O'Sullivan, III, Registered Agent

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